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E-filed November 10, 2009

**Proposed Attorneys for Hotels Nevada, LLC  
and Inns Nevada, LLC**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF NEVADA**

In re:  
HOTELS NEVADA, LLC,  
Debtor.

In Proceedings Under Chapter 11  
Case No. 2:09-bk-31131-bam

In re:  
INNS NEVADA, LLC,  
Debtor

Case No. 2:09-bk-31132-bam

I, ALLYN BURROUGHS, hereby declare as follows under penalty of perjury  
under the laws of the United States:

**DECLARATION OF  
ALLYN BURROUGHS**

1           1. I am over 18 years of age and a resident of Maricopa County, Arizona. I  
2 have personal knowledge of the facts and circumstances set forth herein. If called to testify, I  
3 would testify as I have stated in this Declaration.

4           2. I am the responsible person for HOTELS NEVADA, LLC and INNS  
5 NEVADA, LLC (collectively, the "Debtors"), the Debtors in the above-captioned Chapter 11  
6 cases filed on November 5, 2009 (the "Petition Date"). The Debtors continue to operate their  
7 businesses and manage their assets as Debtors and Debtors-in-Possession pursuant to Bankruptcy  
8 Code §§ 1107(a) and 1108.

9           3. I am duly authorized to submit this Declaration for and on behalf of the  
10 Debtors. I have personal knowledge regarding the financial affairs and operations of the Debtors.  
11 I am making this Declaration in support of all pleadings and papers filed by the Debtors in the  
12 above-captioned Chapter 11 cases, including (a) the "Motion For Order Authorizing And  
13 Directing (1) Joint Administration And (2) Use Of A Consolidated Caption" (the "Joint  
14 Administration Motion") and (b) the Debtors' applications to employ QUARLES & BRADY LLP  
15 (the "Quarles Firm") as general bankruptcy and restructuring counsel, and GOLDSMITH &  
16 GUYMON, P.C. (the "Goldsmith Firm") as local bankruptcy and restructuring counsel .

17           4. The Debtors believe these cases should be jointly administered because:  
18 (i) similar issues will arise in each of the cases; (ii) Allyn Burroughs is the responsible person for  
19 each of the Debtors in their respective Chapter 11 Cases; (iii) the Debtors share common  
20 representation in these Chapter 11 Cases; (iv) the Debtors are joint plaintiffs and/or joint  
21 defendants in cases pending in the California and Nevada state courts; and (v) the Debtors are  
22 affiliates as defined in Bankruptcy Code §101(2). Entry of an order directing joint administration  
23 of these cases will obviate the need for duplicative notices, applications and orders, and thereby  
24 save considerable time and expense for the Debtors and their estates.

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1               5. The Debtor requests the Quarles Firm to represent it in the above-captioned  
2 Chapter 11 case as general bankruptcy and restructuring counsel, subject to approval by the  
3 Court.

4           6. The Quarles Firm is a general practice law firm of approximately 450  
5 lawyers with offices in Naples, Florida; Madison and Milwaukee, Wisconsin; Chicago, Illinois;  
6 and Phoenix and Tucson, Arizona. The Quarles Firm's Commercial Bankruptcy, Restructuring &  
7 Creditors' Rights Group consists of approximately 30 lawyers. In addition to the Quarles Firm's  
8 bankruptcy expertise, the Quarles Firm also has expertise in numerous other practice specialties  
9 (including, but not limited to, real estate, public finance, commercial litigation, labor and  
10 employment, and corporate law)

11              7. The Debtor requests the Goldsmith Firm to represent it in the above-  
12 captioned Chapter 11 case as local bankruptcy and restructuring counsel, subject to approval by  
13 the Court.

14           8.       The Goldsmith Firm is a boutique law firm based in Las Vegas, Nevada,  
15 specializing in bankruptcy and business law, including complex business bankruptcy cases,  
16 creditor and IRS workouts.

DATED: November 9, 2009.

/s/ Allyn Burroughs  
**ALLYN BURROUGHS**